

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden	
hours per response:	0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>WILLIAMS DALE E</u> _____ (Last) (First) (Middle) <u>C/O TEMPUR-PEDIC INTERNATIONAL INC.</u> <u>1713 JAGGIE FOX WAY</u> _____ (Street) <u>LEXINGTON KY 40511</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>TEMPUR PEDIC INTERNATIONAL INC [</u> <u>TPX]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) <u>Sr. VP, CFO, Secretary, Treas.</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>07/07/2003</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/23/2003		M		26,250 ⁽¹⁾	A	\$2.38 ⁽¹⁾	26,250 ⁽¹⁾	D	
Common Stock	12/23/2003		S		26,250	D	\$13.09	0	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock options (right to buy)	\$1,250 ⁽²⁾	07/07/2003		A		1,000 ⁽²⁾		(3)	07/07/2013	Class B-1 Voting Common Stock ⁽²⁾	\$0	1,000 ⁽²⁾	D	
Stock options (right to buy)	\$2.38 ⁽⁴⁾	12/23/2003		M		26,250 ⁽⁴⁾		(3)	07/07/2013	Class B-1 Voting Common Stock ⁽⁴⁾	\$0	498,750 ⁽⁴⁾	D	

Explanation of Responses:

- On December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1 in the form of a stock dividend of 524 shares for each outstanding share. The options exercised in this transaction contain antidilution provisions and were adjusted in proportion to this stock split, as described in Footnotes 2 and 4 below.
- The exercise price and share numbers listed in connection with this transaction are reported as of the date on which the reported transaction occurred. As described in Footnote 1, on December 23, 2003, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. The listed exercise price and number of shares beneficially owned for this entry do not give effect to the stock split and resulting antidilution adjustment of the affected options, which occurred after this transaction was effected. The current terms of these options, which give effect to this stock split, are described in connection with the transaction dated December 23, 2003 listed in Table II.
- These options vest and become exercisable in a series of installments. The first installment, which consisted of 10% of the total aggregate number of options granted, vested on October 27, 2003. An additional 15% of the original aggregate number of options granted will vest and become exercisable on July 7, 2004. The remaining options will vest and become exercisable in a series of twelve successive equal quarterly installments beginning on October 7, 2004.
- As described in Footnote 1, on December 23, 2003, prior to this reported transaction, the Company renamed its Class B-1 Voting Common Stock as Common Stock, and the Common Stock split 525-for-1. The exercise price and share numbers listed in connection with this transaction reflect certain adjustments made pursuant to antidilution provisions in the affected options after giving effect to this stock split.

/s/ William H. Poche, Attorney-in-fact 12/24/2003

** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.